



C O R P O R A T I O N

①

January 2, 1996

19898

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission is a Memorandum of Assignment and Assumption Agreement dated December 18, 1995 between the following parties:

Assignee: ICX Corporation
3 Summit Park Drive, Suite 200
Cleveland, OH 44131

Assignor: David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202-4214

The Equipment involved in this lease includes:

Equipment: See Schedule 1 to the Memorandum of Assignment and Assumption Agreement

Please record this agreement as a primary document. The filing fee of \$21 is enclosed. Thank you for your assistance, and should you have any questions please call me at (216)328-8741.

Sincerely,

Lisa D. Thompson
Lease Administrator

Enclosures

ICX CORPORATION

3 Summit Park Drive

Suite 200

Cleveland, OH 44131

(216) 328-8700 • Fax (216) 328-8710



Interstate Commerce Commission
Washington, D.C. 20423-0001

1/19/96

Office Of The Secretary

Lisa D. Thompson
Lease Administrator
ICX Corporation
3 Summit Park Drive, Ste. 200
Cleveland, Ohio 044131

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/19/96 at 10:15AM , and assigned recordation number(s). 19898.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement for thirty-one (31) railcars ("Assignment Agreement") made and entered into as of December 18, 1995, by and between The David J. Joseph Company, a Delaware corporation ("Assignor") and ICX Corporation, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain master lease agreement dated December 5, 1995, between Assignor as Lessor and RailTex, Inc. as Lessee (the "Lease") for thirty-one (31) railcars bearing the railroad reporting markings set forth on Exhibit A of such Master Lease Schedule No. 001 and Schedule I hereto.
2. This Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Signed and acknowledged
in the presence of:

Linda M. Baughman
Jo Ann Brems

THE DAVID J. JOSEPH COMPANY

By: 

Name: Douglas F. McMillan

Title: Vice President

Signed and acknowledged
in the presence of:

Melissa Happel
Lisa D. Thompson

ICX CORPORATION

By: 

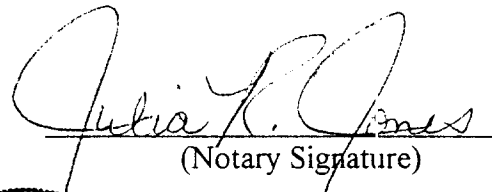
Name: MICHAEL R. BABBITT
SENIOR VICE PRESIDENT

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

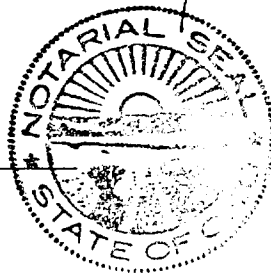
On this 18th day of December, 1995, before me the subscriber, Julia R. Jones, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within names Douglas F. McMillan to me personally known, who stated and acknowledged that he is the Vice President of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 18th day of December, 1995.


(Notary Signature)

My commission expires:

2-27-2000



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

STATE OF Ohio)
COUNTY OF Cuyahoga) SS:

On this 20th day of December, 1995, before me the subscriber, Deborah J. Cook, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named MICHAEL R. DABBITT to me personally known, who stated and acknowledged that he is the Sr. Vice President of ICX Corporation, an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 20th day of December, 1995.

Deborah J. Cook
(Notary Signature)

My commission expires:

DEBORAH J. COOK
NOTARY PUBLIC, STATE OF OHIO
Recorded in Cuyahoga County
My Comm. Expires Jan. 14, 1998

SCHEDULE I

DESCRIPTION OF EQUIPMENT

Thirty-one (31) railcars bearing reporting marks as follows:

CORP 817466
CORP 817483
CORP 817488
CORP 817494
CORP 817496
CORP 817498
CORP 817506
CORP 817509
CORP 817519
CORP 817525
CORP 817527

CORP 817554
CORP 817561
CORP 817563
CORP 817564
CORP 817571
CORP 817572
CORP 817574
CORP 817605
CORP 817629
CORP 817636

CCRP 817644
CCRP 817649
CCRP 818530
CCRP 818531
CCRP 818570
CORP 818616
CORP 818635
CORP 818645
CORP 818734
CORP 818745